

## SEAGATE CONDOMINIUM ASSOCIATION, INC.

THE ADMINISTRATION OF THE CONDOMINIUM ASSOCIATION AT SEAGATE CONDOMINIUM, AND THE OPERATIONS OF THE CONDOMINIUM PROPERTY, SHALL BE GOVERNED BY THESE BY-LAWS. NO MODIFICATION OF OR AMENDMENT TO THESE BY-LAWS SHALL BE VALID UNLESS SET FORTH IN OR NEXT TO A RECORDED AMENDMENT TO THE DECLARATION OF CONDOMINIUM. THE METHOD OF AMENDING THESE BY-LAWS SHALL BE SET FORTH HEREAFTER.

## A. FORM OF ADMINISTRATION:

1. BOARD OF DIRECTORS - The Board of Directors shall, after the initial Board of Directors, or any subsequent Board of Directors, established by the developer, is no longer in office, or after three (3) years from the date of the recording of the Declaration of a condominium consists of three (3) officers who shall be a president, a vice-president, and a secretary. The members of the Board of Directors may designate the Vice-President to be the Treasurer. The Board of Directors may appoint other officers and grant them the duties it deems appropriate. The Board of Directors shall have the power to pay reasonable compensation to the officers; provided, however, that all officers shall serve at the pleasure of the Board of Directors.

Each member of the Board of Directors shall be either an owner of a condominium parcel, have an ownership of a unit, be an officer or designated agent of said corporation. If the developer or his designated agent is a member of the Board of Directors, then in that event, said person shall be a member of the Board of Directors if his or her membership is consistent with the Condominium Act. Additionally, if the unit owners, by majority vote, determine to allow the developer and/or his designates to sit on the Board of Directors, they may do so for so long as permitted by the laws of the State of Florida.

2. ELECTION OF DIRECTORS - Shall be conducted in the following manner:
  - (a) Members of the Board of Directors shall be elected by a majority of the votes cast at the annual meeting of the members of the Association.
  - (b) Vacancies in the Board of Directors may be filled until the date of the next annual meeting by the remaining administrators.
3. TERM OF EACH DIRECTOR'S SERVICE - Excepting the original Board of Directors, the term of each member of the Board of Directors shall extend until the next annual meeting of the members, and thereafter, until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

5. MEETINGS OF THE BOARD OF DIRECTORS - Meetings of the Board of Directors shall be open to all unit owners. Adequate notice of all meetings shall be posted conspicuously on the condominium property at least forty-eight (48) hours in advance of said meeting, except in an emergency. Notice of such meetings shall be given to each member of the Board of Directors, personally or by mail, telephone or telegram. Said meetings shall be called by the Chairman, and must be called by the Secretary at the written request of at least one-fourth (1/4) of the members of the Board of Directors. Not less than forty-eight (48) hours notice of the meeting shall be given.
6. WAIVER OF NOTICE - Any Director may waive notice of a meeting before or after the meeting, and such waiver shall be deemed equivalent to the giving of notice.
7. QUORUM FOR BOARD OF DIRECTORS MEETING - A quorum for a meeting of the Board of Directors shall consist of the members of the Board of Directors entitled to cast a majority of the votes of the entire Board. The acts of the Board approved by a majority of votes present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except as specifically otherwise provided in the Declaration of Condominium or in Chapter 718, Florida Statutes. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. A meeting called subsequent to such adjournment, any business which might have been transacted at the meeting as originally called may be transacted without further notice. The joinder of a Director in the action of a meeting by signing and concurring in the minutes thereof shall constitute the presence of such Directors for the purpose of determining a quorum.
8. PRESIDING OFFICER OF DIRECTORS MEETING - Shall be the Chairman of the Board if such an officer has been elected. In the absence of the presiding officer, the Directors present shall designate one of their number to preside. Nothing herein shall be construed to permit the Association to divest itself of ultimate authority with regard to its powers and duties under the Declaration or the Condominium Act, including but not limited to the establishment of budgets, assessments, and rules, and the employment of legal counsel.
9. THE MEMBERS OF THE BOARD OF DIRECTORS - Shall serve without compensation, except by unanimous approval of all the members of the Board of Directors, and subject to approval of a majority of the members entitled to vote at a special meeting called for such purpose.
10. MEMBERS OF THE BOARD OF DIRECTORS - Any member of the Board of Directors may be recalled and removed from office with or without cause by the vote or agreement in writing of a majority of all unit owners. To do so, there must be filed with the Secretary of the Association, a written petition requesting recall or removal of a specific member. If

- B. POWERS AND DUTIES OF THE BOARD OF DIRECTORS - All of the powers and duties of the Association shall be exercised by the Board of Directors. Such powers and duties of the Directors shall be all of the powers reasonably necessary to perform all of the said powers and duties, including, but not limited to, the following:
1. TO MAKE AND COLLECT ASSESSMENTS. - Against members to defray the costs of the common expenses.
  2. TO USE THE PROCEEDS OF INVESTMENTS - In the exercise of its powers and duties.
  3. THE MAINTENANCE - Repair or replacement of common elements machinery and equipment, operation of the Association, costs of carrying out the powers and duties of the Association and taxes and management fees and costs.
  4. THE RECONSTRUCTION OF IMPROVEMENTS - After casualty and the further improvement of the property.
  5. TO MAKE AND AMEND RULES AND REGULATIONS - Respecting the use of the property in the condominium.
  6. TO APPROVE OR DISAPPROVE PROPOSED PURCHASERS - But not lessees and mortgagees of apartments.
  7. TO ENFORCE - By legal means the provisions of the condominium documents, the By-Laws of the Association, and the regulations for the use of the property in the condominium.
  8. TO CONTRACT - For the management and maintenance of the condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making assessments, promulgation of rules and execution of contracts on behalf of the Association.
  9. TO PAY TAXES AND ASSESSMENTS - Which are liens against any part of the condominium, other than individual apartments and the appurtenances thereto, and to assess the same against the apartment subject to such liens.
  10. TO CARRY INSURANCE - For the protection of apartment owners and the Association against casualty and liabilities.
  11. TO PAY THE COSTS - Of all power, sewer, water and other utility services rendered to the condominium and not billed to owners of individual apartments.
  12. TO EMPLOY PERSONNEL - For a reasonable compensation to perform the services rendered to the condominium and not billed

to collect money owed for lease payments, assessments or management or maintenance fees, further, individual unit owners who have brought suit against either the condominium association or the Board of Directors, shall be required to pay a reasonable attorney's fee to counsel employed by the Association or by the Board of Directors if the said unit owner bringing suit against the Association or the Board of Directors fails to prevail in said lawsuit. This includes fees on appeal to the District Court of Appeals or the Supreme Court of the State of Florida, or the Supreme Court of the United States of America.

14. TO ENTER INTO CONTRACTS - With a third party for services that are for the benefit of the collective ownership such as: recreation, transportation, utilities, security guard service, or any other contract or direct or indirect service and/or benefit to the owners.
15. TO ADOPT A BUDGET - In accord with those provisions set forth hereafter, the Board of Directors is designated to and shall adopt a budget for each calendar year, in accord with the Declaration of Condominium, these By-Laws and Chapter 718, Florida Statutes.

C. OFFICERS -

1. EXECUTIVE OFFICER - Of the Association shall be the Chairman, who shall be a Director, a Vice-Chairman who shall be a Director, and a Secretary and Treasurer who shall be a Director. All the officers shall be elected by a majority of the members of the Board of Directors. No person shall hold more than one office at any one time. Notwithstanding any of the provisions contained herein the Board of Directors or the Association may have executive officers consisting of the same persons as set forth in Paragraph "A-1" of these By-Laws.
2. CHAIRMAN - Shall be the chief executive officer of the Association. He shall have all of the powers and duties which are usually vested in the office of the president of an association including, but not limited to the power to appoint committees from among the members, from time to time, as he may at his discretion determine appropriate, to assist in the conduct of the affairs of the association.
3. VICE-CHAIRMAN - Shall, in the absence or disability of the Chairman, exercise the powers and perform such other duties as shall be prescribed by the Directors.
4. SECRETARY - Shall keep the minutes of all proceedings of the Directors and members. He shall attend to the giving and serving of all notice to the members and Directors and other notices required by law. He shall have custody of the seal of the Association and affix the same to instruments requiring a seal, when duly signed. He shall keep the records of the Association and shall perform all other duties incident to the office of secretary of an association, and as may be required by the Directors or the chairman. If an assistant

6. REMOVAL OF OFFICERS - A special meeting of the members shall be called upon filing with any Director a petition in writing so requesting, signed by not less than ten (10) percent of the members entitled to vote. Said petition should clearly state the name of the officer or officers sought to be removed, together with the reason set forth in detail. At such member's meeting, subject to a quorum being present as required herein, such officer or officers shall be removed from office upon votes cast of not less than a majority of the votes of the entire membership entitled to vote. In the event such officer or officers are removed, then and in such event, a new officer or officers shall be elected according to the provisions required herein, to fill the unexpired term of such officer or officers, provided, however, that nothing herein shall be construed as a modification of an amendment to any section of these By-Laws.
- D. FISCAL MANAGEMENT - The provisions for fiscal management of the Association set forth in the Declaration of Condominium shall be supplemented by the following provisions:
1. ASSESSMENT ROLL - The assessment roll shall be maintained in a set of accounting books in which there shall be an account for each apartment. Such an account shall designate the name and address of the owner or owners, the amount of each assessment against the owners, the dates and amounts in which the assessments come due, the amounts paid upon the accounts and the balance due upon assessments.
  2. BUDGET -
    - (a) ADOPTION - The Board of Directors shall adopt a budget for each calendar year, which shall contain estimates of the cost of performing the functions of the Association including, but not limited to, the following items:
      - (1) Common Expense Budget -
        - (i) Maintenance and operation of common elements:
          - Landscaping
          - Walkways
          - Parking spaces
        - (ii) Utility services
        - (iii) Casualty insurance
        - (iv) Liability insurance
        - (v) Administration
      - (2) Proposed assessments against each member
    - (b) COPIES OF THE PROPOSED BUDGET - And proposed assessments shall be mailed to each member not less than thirty (30) days prior to the meeting at which the budget will be considered. The unit owners shall be

- (c) METHOD OF COLLECTION - that such budget shall be reduced to a monthly amount per apartment as is computed on the basis of the provisions contained in the declaration of condominium that each apartment owner shall be notified of such amount, computed on a monthly basis per apartment and the same shall be due and payable monthly, in advance, to the Association.
3. THE DEPOSITORY - of the Association shall be such bank or banks as shall be designated from time to time by the administrators and in which the monies of the Association shall be deposited. Withdrawals of monies from such accounts shall be only by check signed by such persons as are authorized by the administrators.
4. FIDELITY BONDS - May be required by the Board of Directors from any officers and employees of the Association, and from any contractor handling or responsible for Association funds. The amount of such shall be determined by the Administrators, but shall be at least the amount of the funds for which there is responsibility. The premiums of such bonds shall be paid by the Association.
- E. OFFICE - The office of the Association shall be 19418 Gulf Boulevard, Indian Shores, Florida, or as otherwise designated by the Board of Directors from time to time.
- F. FISCAL YEAR - The fiscal year of the Association shall be the calendar year.
- G. MEMBERS AND VOTING - A member of the Association shall be the owner, in fee simple, of a condominium parcel. Each member shall be entitled to one vote for every condominium parcel owned for the purpose of electing governors and for transacting any other business authorized to be transacted by the members; provided, however, that in no event there be more than one vote cast for each condominium parcel.
1. ANNUAL MEETING - Shall be held at the office of the Condominium Association at 10:00 A.M., Eastern Standard time, on the first Monday in December of each year, or as otherwise designated during the month of December by proper notice to the members, given by the chairman or vice-chairman, as set forth herein, for the purpose of electing directors after the expiration of the original term, as set forth in the Declaration of Condominium, and for transacting any other business authorized to be transacted by the members; provided, however, that if that day is a legal holiday, the meeting shall be held at the same house in the next succeeding day.
2. SPECIAL MEMBERS MEETING - Shall be held whenever called by the chairman, vice-chairman, or by a majority of the board of directors, and must be called by such officers upon receipt of a written request from one-half (1/2) of the entire membership. A special meeting of the unit owners to recall a member or members of the board of directors may be called by ten (10) percent of the unit owners giving notice of the meeting as required for a meeting of unit owners. The notice of the special meeting shall state the purpose of said meeting.

Notwithstanding the above, The Board of Directors in accord with Chapter 718.112 (2) (f), Florida Statutes, shall mail a meeting notice and copies of the proposed annual budget of common expenses to the unit owners not less than thirty days (30) prior to the meeting at which the budget will be considered. Inasmuch as these by-laws provide that the budget may be adopted by the Board of Directors, the unit owners shall be given written notice of the time and place of the meeting where the Board of Directors will consider the budget. The meeting of the Board of Directors considering the budget, shall be open to the unit owners. Further, should the adopted budget require assessment against the unit owners in any fiscal or calendar year exceeding one hundred fifteen (115%) percent of the assessments for the prior year, then, upon written application of ten (10%) percent of the unit owners, to the Board of Directors the said board shall call a special meeting of the unit owners within thirty (30) days upon not less than ten (10) days written notice to each unit owner. At the special meeting, unit owners shall consider and enact a budget.

The Board of Directors may propose a budget to the unit owners at a meeting of members or in writing, and if the budget or proposed budget is approved by the unit owners at the meeting or by a majority of all unit owners in writing, the budget shall be adopted.

4. QUORUM - The owners of a majority of the units constitute a Quorum, and decision shall be made by owners of a majority of the units represented at a meeting at which a quorum is present. Unit owners may vote by proxy, provided, however, that nothing herein shall mean that more than one vote can be cast on behalf of any one unit.
5. VOTE OF THE OWNERS - of a condominium parcel owned by more than one person shall be cast by the person named in a certificate signed by all of the owners of the condominium parcel, and filed with the secretary of the Association, such certificate shall be valid until revoked by a subsequent certificate. If such certificate is not on file, the vote of such owners shall not be considered in determining the requirements for a quorum, nor for any other purpose.
6. PROXIES - In accord with Chapter 718.112 (2) (b), Votes may be cast by proxy. However, proxies shall be valid only for the particular meeting designated therein and must be filed with the Secretary of the Association at least five (5) days, excluding Sundays and Holidays, before the appointed time of the meeting.
7. APPROVAL OR DISAPPROVAL - of a Condominium parcel owner upon any matter, whether or not the subject of an Association meeting, shall be by the same person who would cast the vote of such owner if in an Association meeting.
8. ADJOURNED MEETINGS - If any meeting of members cannot be organized because a quorum has not attended, the members who are present, either in person or by proxy, may adjourn the

10. THE ORDER OF BUSINESS - At annual members' meetings, and as far as practical at all other members' meetings, shall be:

- (a) Election of chairman of the meeting.
- (b) Calling of the roll and certifying of proxies.
- (c) Proof of notice of meeting or waiver of notice.
- (d) Reading and disposal if any unapproved minutes.
- (e) Reports of Directors.
- (f) Reports of Committees.
- (g) Election of Inspectors of Elections.
- (h) Election of Directors.
- (i) Unfinished business.
- (j) New business.
- (k) Adjournment.

H. AMENDMENTS TO BY-LAWS - These by-laws shall be amended only if the proposed amendment is approved by owners of not less than two-thirds (2/3) of the condominium parcels or units. No by-laws shall be revised or amended by reference to its title or number only. Proposals to amend an existing by-law shall contain the full text of the by-law to be amended; new words shall be inserted in the text underlined and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder rather than assist the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but instead, a notation must be inserted immediately preceding the proposed amendment in the following language:

"Substantial re-wording of by-law. See by-law \_\_\_ for present Text."

Non-material errors or omissions in the by-law process shall not invalidate an otherwise properly promulgated amendment.

- I. The Board of Directors by majority vote may adopt and/or amend administrative rules and regulations concerning the details of the operation and use of the common elements.
- J. Restrictions on and requirements for the use, maintenance and appearance of the units and the use of the common elements may be found in the rules and regulations which are attached to these by-laws.